

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: FIELDWOOD ENERGY LLC, <i>et al.</i>, Debtors.¹	§ § § § §	Chapter 11 Case No. 20-33948 (MI) (Jointly Administered)
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BP EXPLORATION & PRODUCTION INC.’S WITNESS AND EXHIBIT LIST

BP Exploration & Production Inc. (“BP”) files this Witness and Exhibit List identifying those individuals that may be called as witnesses and exhibits that may be introduced at the hearing on Confirmation of the *Fourth Amended Joint Chapter 11 Plan of Fieldwood Energy, LLC and Its Affiliated Debtors* [Docket No. 1284], scheduled for June 18, 2021, at 9:30 a.m. (prevailing Central Time) (the “Hearing”).

A. WITNESSES

In connection with the Hearing, BP may call any one or more of the following individuals to provide testimony:

1. Edward M. McDonough, Managing Director, Alvarez & Marsal Disputes and Investigations, LLC;
2. Win Thornton, Vice President of Decommissioning, BP Exploration & Production Inc.;
3. Adriana Bonjour Salinas, Controller, BP Exploration & Production Inc.;
4. Any witness necessary to authenticate a document;

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Fieldwood Energy LLC (6778), Fieldwood Energy Inc. (4991), Fieldwood Onshore LLC (3489), Fieldwood SD Offshore LLC (8786), Fieldwood Energy Offshore LLC (4494), Fieldwood Offshore LLC (2930), GOM Shelf LLC (8107), FW GOM Pipeline, Inc. (8440), Galveston Bay Procession LLC (5703), Galveston Bay Procession LLC (0422), Fieldwood Energy SP LLC (1971), Dynamic Offshore Resources NS, LLC (0158), Bandon Oil and Gas, LP (9266), and Bandon Oil and Gas GP, LLC (9172). The Debtors’ primary mailing address is 2000 W. Sam Houston Parkway S., Suite 1200, Houston, TX 77042.

5. Any witness designated or called by any other party; and
6. Any impeachment or rebuttal witness.

B. EXHIBITS

In connection with the Hearing, BP may seek to introduce into evidence any one or more of the following documents:

Ex. #	Description	Offered	Obj.	Admitted	Disposition
1.	Expert Report of Edward M. McDonough dated May 10, 2021 [filed under seal]				
2.	Summary of Expert Report of Edward M. McDonough dated May 10, 2021 [filed under seal]				
3.	FWE NewCo – ARO Summary [filed under seal]				
4.	P&A Response and Analysis [filed under seal]				
5.	FWE_0037608 NewCo Model (5.1 Eff. + Hedges) April 10, 2021 [filed under seal]				
6.	FWE_0037605 FWE 1 Model April 14, 2021 7.1 effective date spreadsheet [filed under seal]				
7.	FWE_0000011 ARO Costs [filed under seal]				
8.	FWE_0037625 Lease List v.84 spreadsheet [filed under seal]				
9.	FWE_0037626 PA Schedule_V35 spreadsheet [filed under seal]				
10.	FWE_0035176 FWE Financials 2019 YE Audited [filed under seal]				

Ex. #	Description	Offered	Obj.	Admitted	Disposition
11.	FWE_0035233 FWE Financials 2018 YE Audited [filed under seal]				
12.	FWE_0037633 NAV Grid (March 5 Strip) 2021.03.06_1200 spreadsheet [filed under seal]				
13.	FWE_0037994 NewCo Opportunity Overview + Strategic Considerations Presentation [filed under seal]				
14.	FWE-0025603 First Amendment to the Katmai Prospect Offshore Operating Agreement [filed under seal]				
15.	FWE-0021760 Unit Operating Agreement Gunflint Prospect, Gunflint Unit, Offshore Louisiana [filed under seal]				
16.	FWE-0030265 CPN Joint Operating Agreement [filed under seal]				
17.	FWE-0023425 Unit Operating Agreement Big Bend Prospect, MC 698 Unit, Offshore Louisiana [filed under seal]				
18.	<i>Disclosure Statement for Joint Prepackaged Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors</i> and Exhibit E – Financial Projections [Docket No. 34 – Case No. 18-30648]				
19.	<i>Notice of Filing of Second Amended Plan Supplement in Connection with Fourth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors</i> [Docket No. 1587]				

Ex. #	Description	Offered	Obj.	Admitted	Disposition
20.	NewCo Financial Projections (FWE-0037609) [filed under seal]				
21.	NewCo ARO Summary (FWE-0035585) [filed under seal]				
22.	FWE-0000019 (Dane Deposition Exhibit 12) [filed under seal]				
23.	FWE-0000018 (Dane Deposition Exhibit 13) [filed under seal]				
24.	Methodology Paper for Decom				
25.	FWE Restructuring Update February 2021 (a/k/a BP Discussion Materials a/k/a Debtors' Net BP Estimates) [filed under seal]				
26.	Serial Register Pages for: <ul style="list-style-type: none"> • EB 160 G02647 • EB 161 G02648 • EB 165 G06280 • EB 209 G07397 • HI A-474 G02366 • HI A-475 G02367 • SP 6 G03337 • SP 17 G02938 • SP 59 G02943 • SP 59, SP 60 G01608 • SP 60 G02137 • SP 61 G01609 • SP 66 G01611 • SP 67 G01612 				

Ex. #	Description	Offered	Obj.	Admitted	Disposition
27.	Purchase and Sale Agreement by and between Fieldwood Energy LLC and BP Exploration and Production Inc. for Mississippi Canyon Block 519 (dated May 17, 2019; eff. May 1, 2019) [filed under seal]				
28.	Cash Consideration Exchange Agreement by and between Fieldwood Energy LLC and BP Exploration and Production Inc. for Mississippi Canyon 562 (dated and eff. October 15, 2018) [filed under seal]				
29.	Purchase and Sale Agreement between Amoco Production Company and Panaco, Inc. dated August 26, 1996 (EB and HI) [filed under seal]				
30.	Assignment and Bill of Sale between Amoco Production Company and Panaco, Inc., with effective date of September 1, 1996 (EB and HI) [filed under seal]				
31.	Pledge of Production Proceeds and Escrow Agreement between Amoco Production Company, Panaco, Inc. and others dated September 30, 1996 (EB and HI) [filed under seal]				
32.	Amendment to Purchase and Sale Agreement between Amoco Production Company and Panaco, Inc. dated October 7, 1996 (EB and HI) [filed under seal]				

Ex. #	Description	Offered	Obj.	Admitted	Disposition
33.	Purchase and Sale Agreement between BP America Production Company and SPN Resources, LLC dated June 29, 2004 (SP Block 60) [filed under seal]				
34.	Purchase and Sale Agreement between BP America Production Company and SPN Resources, LLC dated July 23, 2004 (SP 60) [filed under seal]				
35.	<i>Disclosure Statement for Fourth Amended Joint Chapter 11 Plan of Fieldwood Energy, LLC and its Affiliated Debtors</i> [Docket No. 1285]				
36.	Any exhibit designated by any other party				
37.	Any pleadings, reports, or other documents filed in the Debtors' bankruptcy case				
38.	Any impeachment or rebuttal exhibits				

BP reserves the right to supplement or amend this Witness and Exhibit List at any time prior to the Hearing. BP also reserves the right to rely upon and use as evidence additional documents produced by the Debtors or any other party in interest.

(Signature page follows.)

Dated: June 16, 2021

Respectfully submitted,

GREENBERG TRAURIG, LLP

By: /s/ Shari L. Heyen

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Counsel for BP Exploration & Production Inc.

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on June 16, 2021, a true and correct copy of the foregoing Witness and Exhibit List was served by electronic mail via the Court's ECF system to all parties authorized to receive notice in this case.

By: /s/ Shari L. Heyen

Shari L. Heyen